

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW
SUITE 401
2200 CORPORATE BOULEVARD, NW
BOCA RATON, FLORIDA 33431
EMAIL: admin@huntcook.com
URL: huntcook.com

TELEPHONE: 561-997-9223

TELEFAX: 561-997-6224

ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA E. MEHR
LAWRENCE J. MILLER

*BOARD CERTIFIED IN FAMILY AND MARITAL LAW
FELLOW, AMERICAN ACADEMY OF MATRIMONIAL LAWYERS
CERTIFIED FAMILY LAW MEDIATOR

ANDREW M. GROSS
SUSAN E. GREENBERG
LEE A. WEINTRAUB
ANDREA G. ALPERN, OF COUNSEL
DAVID A. GREENE
* BENJAMIN A. JABLOW, LL.M.
HOLLY M. BOGGS, LL.M.
(STATE ADMISSION, DC, MD)
(LLM IN TAXATION)

*BOARD CERTIFIED IN TAXATION

December 20, 1999

EFFECTIVE DATE

12-20-99

600003076926--3
-12/21/99--01072--010
*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: HMO Acquisition Corp.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles of Incorporation	8.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our office at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Betsy Courant

Betsy Courant
Legal Assistant

/bc
encls.

D. BROWN DEC 28 1999

FAWPDATA\FORMS\CORP\secystate.letter

ARTICLES OF INCORPORATION

FOR

HMO ACQUISITION CORP.

FILED
99 DEC 21 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-20-99

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **HMO ACQUISITION CORP.**

1. The name of the corporation is **HMO ACQUISITION CORP.**

2. The principal office of the corporation is:

2200 Corporate Blvd. N.W., Suite 400
Boca Raton, Florida 33431

3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The number of directors constituting the initial board of directors is one (1) and his name and address are:

Name

Address

Travis J. Leonardi

2200 Corporate Blvd. N.W.
Suite 400
Boca Raton, Florida 33431

7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be December 20, 1999, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on December 20, 1999.

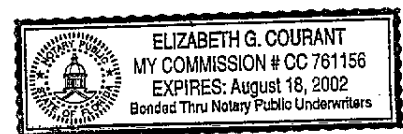
HCRM Corp., as Incorporator

By: Joseph R. Cook
Joseph R. Cook, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of **HMO ACQUISITION CORP.** were acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 20th day of December, 1999, on behalf of HCRM Corp.

Elizabeth G. Courant
Notary Public
My commission expires:
Printed Name:



Acceptance of Registered Agent

FILED
99 DEC 21 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HCRM CORP. hereby accepts the above appointment as registered agent of **HMO ACQUISITION CORP.** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: _____

Joseph R. Cook, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 20th day of December, 1999, on behalf of the Corporation.

Elizabeth G. Courant

Notary Public

My commission expires:

Printed Name:

